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Counsel to Barnes Group Inc.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

=====	x	
In re:	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
=====	x	

**NOTICE OF WITHDRAWAL OF OBJECTION OF  
BARNES GROUP INC. TO DEBTORS' NOTICE OF ASSUMPTION  
AND ASSIGNMENT OF EXECUTORY CONTRACT OR UNEXPIRED LEASE  
TO BUYER IN CONNECTION WITH SALE OF DEBTORS' BEARINGS BUSINESS**

Barnes Group Inc. ("Barnes Group"), hereby files this Notice of Withdrawal of Objection (the "Objection") to Debtors' Notice Of Assumption And Assignment Of Executory Contract Or Unexpired Lease To Buyer In Connection With Sale Of Debtors' Bearings Business (the "Assumption Notice").<sup>1</sup> In support of its Objection, Barnes Group respectfully states as follows:

1. On October 8 and 14, 2005, Delphi Corporation ("Delphi"), Delphi Automotive Systems LLC ("Automotive") and certain of Delphi's U.S. subsidiaries and affiliates (collectively, the "Debtors") filed voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York (the "Court").

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<sup>1</sup> Capitalized terms used but not defined herein shall have the respective meanings ascribed to such terms in the Assumption Notice.

2. On or about January 30, 2008, the Debtors filed the Assumption Notice.
3. On or about February 7, 2008, Barnes Group filed its Objection to the Assumption Notice.
4. By way of a "side letter" between counsel for the Debtors and counsel for Barnes Group, the Debtors have satisfied the assignment and cure-related concerns and issues raised by Barnes in its Objection to the Assumption Notice.
5. Based on the representations of the Debtors in the "side letter" Barnes hereby withdraws its Objection.

**CONCLUSION**

WHEREFORE, Barnes respectfully requests that the Court grant such relief as is just and proper under the circumstances.

Dated: March 12, 2008

Respectfully submitted,  
BARNES GROUP INC.

By: /s/ Ilan Markus  
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**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that on March 12, 2008, a copy of the attached, was served on each of the following by U.S. Mail, postage prepaid:

Delphi Corporation  
Attn: General Counsel  
5725 Delphi Drive  
Troy, Michigan 48908

Delphi Automotive Systems LLC  
Attn: Legal Staff  
5725 Delphi Drive  
Troy, Michigan 48098

Skadden, Arps, Slate, Meagher & Flom LLP  
Attn: John Wm. Butler, Jr.  
John K. Lyons  
Randall G. Reese  
Brian M. Fern  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606  
(counsel to the Debtors)

Delphi Corporation  
Attn: Deputy General Counsel,  
Transactional & Restructuring  
5725 Delphi Drive  
Troy, Michigan 48098

Davis Polk & Wardell  
Attn: Donald Bernstein  
Brian Resnick  
450 Lexington Avenue  
New York, New York 10017  
(counsel for the agent under the  
postpetition credit facility)

Latham & Watkins LLP  
Attn: Robert J. Rosenberg  
Mark A. Broude  
885 Third Avenue  
New York, New York 10022  
(counsel for the official committee  
of unsecured creditors)

Fried, Frank, Harris, Shriver & Jacobson LLP  
Attn: Bonnie Steingart  
One New York Plaza  
New York, New York 10004  
(counsel for the official committee  
of equity security holders)

Jones Day  
Attn: Walter S. Holzer  
77 West Wacker Drive  
Chicago, Illinois 60601  
(counsel for the Buyer)

Office of the United States Trustee for the Southern District of New York  
Attn: Alicia M. Leonhard  
33 Whitehall Street, Suite 2100  
New York, New York 10004

/s/ Ilan Markus  
Ilan Markus, Esq.